



30/SEL/MP/2026

May 29, 2026

**To,**  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E), Mumbai-400 051.  
**NSE Symbol: SHEMAROO**

**Corporate Relationship Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.  
**Scrip Code : 538685**

Dear Sir/Madam,

**Re: SHEMAROO ENTERTAINMENT LIMITED - ISIN: INE363M01019**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

This is to inform you that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot (only by means of remote e-voting) for seeking approval of Members of the Company for the business as specified in the Postal Ballot Notice dated May 16, 2026.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Shareholders/Members by way of Ordinary Resolution.

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular no. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, on Friday, May 29, 2026, the Company has sent emails through National Securities Depository Limited (NSDL) to those members, whose names appear in the Register of Members / Record of Depositories as on Friday, May 22, 2026 ("Cut-off date").

Further, in this connection, the Company has engaged the services of National Securities Depositories Ltd. as the Authorized Agency to provide e-Voting facilities to its members in respect of the business to be transacted at the Postal Ballot. The remote e-voting period commences on Saturday, May 30, 2026 (09:00 AM IST) at 09.00 a.m. and shall remain open for a period of 30 days i.e. till Sunday, June 28, 2026 (05:00 PM IST) at 05.00 p.m.

Further, the Company has appointed Mr. Dipesh Gosar from M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Notice is also available under the Investor's section on the Company's Website at [www.shemarooent.com](http://www.shemarooent.com).

Kindly take the above on your record and oblige.

Yours faithfully,  
**For Shemaroo Entertainment Limited**

**Meenakshi A. Pansari**  
**Company Secretary & Compliance Officer**  
**ICSI membership no. A53927**

Encl: As Above



**SHEMAROO ENTERTAINMENT LIMITED**

CIN: L67190MH2005PLC158288

Registered Office: Shemaroo House, Plot No. 18, Marol Co - Op. Industrial Estate,  
Off Andheri Kurla Road, Andheri (E), Mumbai - 400 059; Tel.: +91 - 022 4031 9911

Email: [compliance.officer@shemaroo.com](mailto:compliance.officer@shemaroo.com) Website: [www.shemarooent.com](http://www.shemarooent.com)

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**NOTICE POSTAL BALLOT PURSUANT TO SECTION 110 OF THE  
COMPANIES ACT, 2013**

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being, General Circular no. 03/2025 dated 22nd September 2025, Ministry of Corporate Affairs allowed companies to conduct their AGMs/EGMs, through VC or OAVM, till further orders, transact items through postal ballot in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020, hence, resolution set out below are proposed to be passed by the members of Shemaroo Entertainment Limited (hereinafter referred to as **"the Company"**) by means of Postal Ballot (only through remote e-voting process).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (the Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Shemaroo Entertainment Limited ('the Company')/ MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.shemarooent.com](http://www.shemarooent.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote

e-voting not later than 5:00 p.m. (IST) on Sunday, June 28, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depositories Limited ('the NSDL') as the agency to provide e-voting facility, for the purpose of providing remote e-voting facility to its members to enable them to cast their votes electronically.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9.00 a.m. (IST) on Saturday, May 30, 2026
End of e-voting:	5.00 p.m. (IST) on Sunday, June 28, 2026

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Tuesday, June 30, 2026 at the corporate office of the Company and will be displayed at the corporate office of the Company and intimated/communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (hereinafter collectively referred to as the "Stock Exchanges") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website [www.shemarooent.com](http://www.shemarooent.com) as passed effectively on the last date specified by the Company for e-voting, i.e., Tuesday, June 30, 2026. The members are requested to consider and, if thought fit, pass the following resolution:

**SPECIAL BUSINESS:**

- 1. To consider and approve remuneration of Ms. Smita Maroo being related party, having place of profit in the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, and in accordance with the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to Ms. Smita Maroo, a related party, being a relative of Mr. Jai Maroo, Executive Director of the Company, to hold and continue to hold an office or place of profit in the Company and payment of remuneration, up to an amount not exceeding ₹1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum, inclusive of salary, allowances, perquisites and other benefits, in accordance with the applicable policies of the Company, with effect from the financial year 2026-27, for a period of five (5) years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary, revise or enhance the remuneration and to modify the terms and conditions of appointment, including designation, roles and responsibilities

of Ms. Smita Maroo, from time to time, within the overall limits approved by the members and in accordance with the applicable laws and policies of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms, making disclosures and issuing notices, as may be necessary, expedient or desirable to give effect to this resolution.”

**2. To consider and approve the appointment & remuneration of Ms. Mansi Maroo being related party, having place of profit in the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, and in accordance with the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to Ms. Mansi Maroo, a related party, being a relative of Mr. Raman Maroo, Chairman & Managing Director of the Company to hold an office or place of profit in the Company and payment of remuneration, up to a maximum amount not exceeding ₹84,00,000/- (Rupees Eighty Four Lakhs only) per annum, inclusive of salary, allowances, perquisites and other benefits, in accordance with the applicable policies of the Company, with effect from the financial year 2026-27, for a period of five (5) years.

**RESOLVED FURTHER THAT** any remuneration paid to Ms. Mansi Maroo, prior to and up to the date of approval of this resolution, in respect of her holding an office or place of profit in the Company, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine, revise, vary or enhance the remuneration and to modify the terms and conditions of appointment, including designation, roles and responsibilities of Ms. Mansi Maroo, from time to time, within the overall limits approved by the Members and in compliance with applicable laws and Company policies.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms, making statutory disclosures and issuing notices, as may be necessary, expedient or desirable to give effect to this resolution.”

**3. To consider and approve the appointment & remuneration of Ms. Madhuri Gada being related party, having place of profit in the company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, and in accordance with the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of the Company, consent of the Members of the Company be and is hereby accorded to Ms. Madhuri Gada, a related party, being a relative of Mr. Hiren Gada, Whole-Time Director & CEO of the Company to hold an office or place of profit in the Company and payment of remuneration up to a maximum amount not exceeding ₹1,20,00,000/- (Rupees One

Crore Twenty Lakhs only) per annum, inclusive of salary, allowances, perquisites and other benefits, in accordance with the applicable policies of the Company, with effect from the financial year 2026–27, for a period of five (5) years.

**RESOLVED FURTHER THAT** any remuneration paid to Ms. Madhuri Gada, prior to and up to the date of approval of this resolution, in respect of her holding an office or place of profit in the Company, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine, revise, vary or enhance the remuneration and to modify the terms and conditions of appointment, including designation, roles and responsibilities of Ms. Madhuri Gada, from time to time, within the overall limits approved by the Members and in compliance with applicable laws and Company policies.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms, making statutory disclosures and issuing notices, as may be necessary, expedient or desirable to give effect to this resolution.”

**4. To consider and approve material related party transaction(s) for provision of financial support by promoter & promoter group/director(s).**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the recommendation and approval of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue to enter into material related party transaction(s), whether by way of existing arrangements or otherwise, with Promoters/Promoter Group and/or Directors of the Company (being related parties), up to an aggregate amount not exceeding ₹600 Crores (Rupees Six Hundred Crores only), at any point in time, in the ordinary course of business and on an arm’s length basis, for meeting the business requirements of the Company and for such other business purposes as may be considered necessary from time to time.

**RESOLVED FURTHER THAT** within the aforesaid overall limit of ₹600 Crores, the following transactions/arrangements shall, inter alia, be included:

(a) acceptance of corporate guarantees, personal guarantees, securities and/or collaterals provided by such related parties in favour of banks, financial institutions and/or non-banking financial companies (NBFCs), for securing credit facilities availed or to be availed by the Company, on such terms and conditions as may be determined by the Board, in the best interest of the Company, up to ₹500 Crores; and

(b) availing of financial assistance in the nature of unsecured loans (including interest-bearing loans), up to ₹100 Crores;

provided that the aggregate value of all such transactions shall not exceed ₹600 Crores (Rupees Six Hundred Crores only) at any point in time.

**RESOLVED FURTHER THAT** the aforesaid limits shall be deemed to be within the limits prescribed under the applicable provisions of the Act and rules made thereunder, and approval of the Members is hereby accorded accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Audit Committee) be and is hereby authorised to negotiate, finalise, vary, amend, modify and implement the terms and conditions of the aforesaid transactions, to execute all necessary agreements, documents, deeds and writings, and to take all such steps and do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any officer(s) of the Company, as it may deem fit, to give effect to this resolution."

**By order of the Board of Directors  
For Shemaroo Entertainment Limited**

**Sd/-  
Meenakshi A. Pansari  
Company Secretary & Compliance Officer  
Membership no. A53927**

**Place: Mumbai**

**Date: May 16, 2026**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts and rationale for the Proposed Transaction as detailed in the Ordinary Resolutions hereinabove is annexed hereto along with the Postal Ballot Notice. Details pursuant to Regulation 23 of the SEBI Listing Regulations read with Industry Standards Forum note on minimum information to be provided to the Audit Committee and Shareholders (RPT Industry Standards), for approval of related party transactions, is furnished wherever required in the Explanatory Statement forming part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is May 22, 2026 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated 22nd September 2025 ("**MCA Circulars**"). The Notice shall also be uploaded on the website of the Company i.e., <https://shemarooent.com/> and the website of the National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/>.
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions.

5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged NSDL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“**remote e-voting**”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.

6. E-voting shall commence on Saturday, May 30, 2026, at 9.00 A.M. (IST) and end on Sunday, June 28, 2026 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.

7. The Board of the Company has appointed M/s. Dipesh Gosar & Co., Practicing Company Secretaries (Membership no. A23755 and Certificate of Practice no. 26801), as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorized by him as soon as possible after the last date of e-voting but not later than Tuesday, June 30, 2026. The Results of the E-voting/ Postal Ballot will be declared on or before Tuesday, June 30, 2026, at the corporate office of the Company and displayed at the corporate office and on the website of the Company, on the website of NSDL and intimated to the Stock Exchanges on which the equity shares of the Company are listed.

9. The Postal Ballot Notice is also being uploaded on the Company’s website, <https://shemarooent.com/> and of NSDL at <https://www.evoting.nsdl.com/>.

10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.

11. The resolutions, if approved, will be deemed to have been passed on the last date of e-voting i.e. Sunday, June 28, 2026.

12. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.

13. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., MUFG Intime India Private Limited (formally known as Link Intime India Private Limited) to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.

14. The remote e-voting process shall be as under:

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*




##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="635 237 1465 611">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="635 651 1465 1099">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="635 1111 1465 1256">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="635 1267 1465 1749">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="635 1760 1465 1870">5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [compliance.officer@shemaroo.com](mailto:compliance.officer@shemaroo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to NSDL Official at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance.officer@shemaroo.com](mailto:compliance.officer@shemaroo.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance.officer@shemaroo.com](mailto:compliance.officer@shemaroo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to the special business proposed in the postal ballot notice.

### Item No. 1

The members of the Company had passed Ordinary Resolution in its postal ballot dated 16th January 2022 and granted their approval to Ms. Smita Maroo [relative of Mr. Jai Maroo (Executive Director of the Company)] to hold office of profit in the Company, for a period starting from February 01, 2022. Ms. Smita Maroo is presently designated as Senior Vice President - Animation, Kids Digital, L&M Department of the Company.

Ms. Smita Maroo, is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is a relative of Director(s) of the Company. In terms of section 188 of the Companies Act, 2013 ('the Act') read with the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required to be sought for the appointment of a related party to any office or place of profit in the Company, where the monthly remuneration paid for such office exceeds Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand).

In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Ms. Smita Maroo exceeds the limit of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand), approval of Members is sought for her continuance and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

The Audit Committee and Nomination and Remuneration Committee in its meeting held on May 16, 2026 have approved the said resolution, and further your directors in their meeting held on the same day have also approved the re-appointment along with a payment of total remuneration effective F.Y 2026-27 up to Rs. 1,20,00,000 (Rupees Once Crores Twenty lakhs) per annum, including such other perquisites in accordance with the Company rules to Ms. Smita Maroo, Senior Vice - President Animation, Kids Digital, L&M Department of the Company, holding an office or place of profit in the Company.

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Ms. Smita Maroo

Name of Directors or Key Managerial Personnel who is related: Mr. Jai Buddhichand Maroo, Executive Director

Nature of Relationship: Ms. Smita Maroo is wife of Mr. Jai Buddhichand Maroo, Executive Director.

Material terms of the contract / arrangement / transactions: As mentioned in this explanatory statement.

### Profile of Ms. Smita Maroo, Senior Vice President - Animation, Kids Digital, L&M Department

Ms. Smita Maroo holds master's in management information systems from Nova Southeastern University (NSU), Florida, USA as well as Master's in Management Studies with a major in Finance from Mumbai University, Mumbai, India. Ms. Smita Maroo has approximately 24+ years of experience in the Media and Entertainment industry. She has been associated with our Company since 2003 and currently heads the Animation & Kids Digital Business and has also ventured into movie-related and character licensing and merchandising business for the Company. In addition to creating entertainment and pre-schooler content for Kids, she is the creative producer for Kids animation films and series and is also handling the Digital Kids Content vertical for Shemaroo. In the earlier business roles, she has spearheaded other initiatives like Marketing Services, Content Division, Films Division, complete handling of the Shemaroo website and Online Division- E-Commerce business and the Song Compilations Catalogue and other related activities in the Home Video Division of the Company.

She has also been the Producer of several films under Shemaroo Banner and has built a successful brand and franchise for Bal Ganesh and has won multiple awards for our kids favourite iconic franchise Bal Ganesh. She has built one of the largest Indian mythological catalogues for Kids content. She was nominated for Yedaz, our Bollywood themed merchandise brand, in the Entertainment/Character-Live action category at the prestigious International Licensing Award (LIMA) 2019, alongside Harry Potter (Warner), Jurassic World (Universal), JoJo Siwa (Nickelodeon), Mr Rogers (Brand Central) & Shark Week (Discovery). She has won one Diamond Button, four Gold Buttons and several Silver Buttons from YouTube for our multiple Kids Channels.

Her leadership has made Shemaroo one of the foremost players in the original IP space in the Indian Animation Industry. Her business acumen and 360-degree approach in creation, marketing and distribution is currently paving the path for Co-productions. In keeping with the rapid technological changes, she is using AI tools for rapid and cost-effective production of content for YouTube channels and other digital channels and series for top OTT platforms & TV channels in the Kids space.

Your Board believes that Ms. Smita Maroo is fit for successfully handling this responsibility, given her experience, expertise and capabilities and recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Members may note that the related parties as defined thereunder (whether such related parties are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

## **Item No. 2**

Ms. Mansi Maroo, be designated as Producer – Central Office at Shemaroo Entertainment Ltd and is a related party within the definition of Section 2(76) of the Companies Act 2013 (“ Act”), as she is a relative of Director(s) of the Company. In terms of section 188 of the Companies Act, 2013 (‘the Act’) read with the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required to be sought for the appointment of a related party to any office or place of profit in the Company, where the monthly remuneration paid for such office exceeds Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand).

In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Ms. Mansi Maroo exceeds the limit of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand, approval of Members is sought for her to hold the place of profit and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

The Audit Committee and Nomination and Remuneration Committee in its meeting held on May 16, 2026 have approved the said resolution, and further your directors in their meeting held on the same day have also approved the re-appointment along with a payment of total remuneration effective F.Y 2026-27 up to Rs. 84,00,000 (Rupees Eighty-Four Lakhs only) per annum, including such other perquisites in accordance with the Company rules to Ms. Mansi Maroo, Producer – Central Office of the Company, holding an office or place of profit in the Company.

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Ms. Mansi Maroo

Name of Directors or Key Managerial Personnel who is related: Mr. Raman Maroo, Chairman & Managing Director

Nature of Relationship: Ms. Mansi Maroo is daughter of Mr. Raman Maroo, Chairman & Managing Director.

Material terms of the contract / arrangement / transactions: As mentioned in this explanatory statement.

#### Profile of Ms. Mansi Maroo, Producer – Central Office

Ms. Mansi Maroo, with over two decades of experience in media, entertainment, digital distribution, film production, and business leadership, has built a distinguished career spanning content strategy, digital innovation, and brand development.

During her association with Shemaroo, Ms. Maroo held several leadership roles, including Head Business Development – New Media & Technology Distribution, where she played a key role in driving the company’s digital transformation initiatives. She led a 20-member team responsible for monetizing one of India’s largest content libraries across emerging digital platforms.

She was instrumental in building Shemaroo’s YouTube ecosystem into one of India’s leading entertainment networks by creating and scaling channels such as “FilmiGaane,” “15 Min Movies,” “Indian Comedy,” and “BhaktiSongs.” Under her leadership, these platforms grew to over 15 million subscribers and generated more than 750 million monthly views through strategic audience engagement, content optimization, and platform partnerships.

In addition to digital media, Ms. Maroo has been part of the film production and marketing team at Shemaroo. She served as Co-Producer and marketing lead on acclaimed films including Ishqiya, Dedh Ishqiya, Hunterrr, Manorama Six Feet Under, and Mere Baap Pehle Aap. Earlier in her career, she worked with Vishal Bhardwaj Pictures Private Limited as 3rd Assistant Director for Omkara, gaining valuable experience in film production and creative execution.

She began her professional journey in media planning and analytics with Carat and later became part of the founding team at Spatial Access Media Solutions Pvt. Ltd., where she contributed to introducing innovative media auditing solutions in the Indian market.

Your Board believes that Ms. Mansi Maroo is fit for successfully handling this responsibility, given her experience, expertise and capabilities and recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Members may note that the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the said resolution, except as mentioned above.

#### **Item No. 3**

Ms. Madhuri Gada be designated as Manager – Devotion at Shemaroo Entertainment Ltd and is a related party within the definition of Section 2(76) of the Companies Act 2013 (“ Act”), as she is a relative of Director(s) of the Company. In terms of section 188 of the Companies Act, 2013 (“the Act’) read with the provisions of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members is required to be sought for the appointment of a related party to any office or place of profit in the Company, where the monthly remuneration paid for such office exceeds Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand).

In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Ms. Madhuri Gada exceeds the limit of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand), approval of Members is sought for her to hold the place of profit and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

The Audit Committee and Nomination and Remuneration Committee in its meeting held on May 16, 2026 have approved the said resolution, and further your directors in their meeting held on the same

day have also approved the appointment along with a payment of total remuneration effective F.Y 2026-27 up to Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs only) per annum, including such other perquisites in accordance with the Company rules to Ms. Madhuri Gada, Manager – Devotion, of the Company, holding an office or place of profit in the Company.

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Ms. Madhuri Gada

Name of Directors or Key Managerial Personnel who is related: Mr. Hiren Gada, WTD & CEO

Nature of Relationship: Ms. Madhuri Gada is wife of Mr. Hiren Gada, WTD & CEO

Material terms of the contract / arrangement / transactions: As mentioned in this explanatory statement.

#### Profile of Ms. Madhuri Gada, Manager – Devotional

Ms. Madhuri Gada is an experienced media and content professional with over 19 years of expertise in content creation, digital media, business development, and strategic leadership. She is currently serving as Devotional Manager – Devotion at Shemaroo Entertainment Ltd., where she leads the development and expansion of devotional and spiritual content across digital and broadcast platforms.

During her association with Shemaroo, she has been instrumental in establishing the devotional business across major DTH platforms including Tata Sky, Airtel, and Videocon. She has led the production of over 1,000 temple documentaries and more than 2,500 devotional music titles for YouTube, DTH, and music streaming platforms, with several titles achieving viewership exceeding 10 million views.

In addition to devotional content, Ms. Gada has also led the Special Interest business, overseeing content acquisition, production, and marketing across genres such as fitness, self-development, children’s content, sports, and literature.

Ms. Gada holds an Executive MBA from Indian Institute of Management Lucknow and a Bachelor of Commerce degree from R. A. Podar College of Commerce & Economics. She is widely recognised for her leadership capabilities, creative vision, and contribution towards building meaningful and impactful content initiatives.

Your Board believes that Ms. Madhuri Gada is fit for successfully handling this responsibility, given her experience, expertise and capabilities and recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Members may note that the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the said resolution, except as mentioned above.

#### **Item No. 4**

The Company, in the ordinary course of its business and for meeting its operational, strategic and working capital requirements, avails financial assistance and credit facilities from banks, financial institutions and non-banking financial companies (“NBFCs”). Such facilities include, inter alia, working capital facilities, term loans and other credit arrangements from lenders such as NKGSB Co-operative Bank, Bank of India and State Bank of India (collectively referred to as the “Lenders”), and the Company may continue to avail such existing and/or additional facilities from time to time, as may be considered necessary.

In connection with the aforesaid borrowings and credit facilities, the Lenders have required, and may continue to require, corporate guarantees, personal guarantees, pledge of securities, creation of security interests and/or other collateral support from the Promoters and/or members of the Promoter Group of the Company, namely Mr. Raman Maroo, Mr. Atul Maroo, Mr. Hiren Gada, Mr. Jai Maroo, Shemaroo Trading Private Limited and Shemaroo Corporation (collectively referred to as the “Related Parties”), in favour of such lending institutions for the benefit of the Company.

The Members may note that the aforesaid guarantees, securities and/or collateral support are being extended by the Related Parties without charging any guarantee commission, fees or any other consideration from the Company. Such support facilitates timely availability of credit facilities to the Company, enhances its borrowing capacity, strengthens liquidity support and enables efficient management of business operations and working capital requirements.

Accordingly, as a matter of abundant caution and in line with good corporate governance practices, approval of the Members is being sought for the aforesaid continuing Related Party Transactions within the overall limits set out in the resolution.

Further, in order to meet urgent working capital requirements, operational exigencies, business contingencies and immediate funding requirements arising in the ordinary course of business, the Company has availed and may continue to avail unsecured loans, including interest-bearing loans, from Promoter Directors namely Mr. Raman Maroo, Mr. Atul Maroo, Mr. Hiren Gada and Mr. Jai Maroo (collectively referred to as the “Related Parties”), as and when required by the Company.

Although the credit facilities are availed from banks, financial institutions and NBFCs which are not related parties of the Company, the guarantees, securities, collateral support and unsecured loans being provided by the Promoters, Promoter Group entities and Promoter Directors may fall within the ambit of Related Party Transactions (“RPTs”) under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

The aforesaid transactions are in the ordinary course of business and are proposed to be undertaken on an arm’s length basis. The Company believes that such financial support from the Related Parties is commercially beneficial and in the best interests of the Company and its shareholders.

In terms of Regulation 23 of the SEBI LODR Regulations, a Related Party Transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceed the applicable materiality thresholds prescribed under the SEBI LODR Regulations. The aggregate value of the aforesaid continuing transactions with the Promoters and/or members of the Promoter Group is likely to exceed the prescribed materiality thresholds and accordingly, approval of the Members is being sought by way of an Ordinary Resolution for the material Related Party Transactions, within the overall limits as set out in the resolution.

It is further to be noted that, the management has provided the Audit Committee of Directors (“Audit Committee”), at their meeting held on May 16, 2026, with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into RPTs. The Audit Committee has noted that the transactions will be executed on an arm’s length basis and in the ordinary course of business. The Audit Committee has reviewed the certificate provided by CEO & Whole Time Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, the relevant details of the proposed related party transactions are provided below:

S. No.	Particulars	Details
1.	Name of the related party	Promoters and/or members of the Promoter Group as mentioned above
2.	Name of the Director or Key Managerial Personnel who are related, if any	Mr. Raman Maroo, Mr. Atul Maru, Mr. Hiren Gada and Mr. Jai Maroo

3.	Nature of relationship	Promoters and/or members of the Promoter Group
4.	Nature, material terms, monetary value and particulars of the arrangement	Please refer minimum information placed before the shareholders as mentioned below
5.	Any other relevant information or important for the members to take a decision on the proposed resolution	

As per SEBI Master Circular dated November 11, 2024, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, required listed entities to follow Minimum information to be provided to the Shareholders for approval of Related Party Transactions, formulated by Industry Standards Forum are mentioned below:

<u>S.N.</u>	<u>Particulars of the information</u>	<u>Details</u>											
<b>Part A: Minimum information of the proposed RPT</b>													
<b>A(1)</b>	<b>Basic details of the related party</b>												
1	Name of the related party	<table border="1"> <thead> <tr> <th>Related Party &amp; Relationship</th> <th>Transaction Type</th> </tr> </thead> <tbody> <tr> <td>Mr. Raman Maroo, Chairman &amp; MD/Promoter</td> <td rowspan="4">Guarantee/ Security/ Collateral to the Banks in favour of Company and Loans to the Company</td> </tr> <tr> <td>Mr. Atul Maru, Jt. Managing Director/Promoter</td> </tr> <tr> <td>Mr. Hiren Gada, CEO &amp; WTD/Promoter Group</td> </tr> <tr> <td>Mr. Jai Maroo, Executive Director/Promoter Group</td> </tr> <tr> <td>Shemaroo Trading Private Limited, Promoter Group</td> <td>Guarantee/ Security/ Collateral to the Banks in favour of Company</td> </tr> <tr> <td>Shemaroo Corporation, Promoter Group</td> <td></td> </tr> </tbody> </table>	Related Party & Relationship	Transaction Type	Mr. Raman Maroo, Chairman & MD/Promoter	Guarantee/ Security/ Collateral to the Banks in favour of Company and Loans to the Company	Mr. Atul Maru, Jt. Managing Director/Promoter	Mr. Hiren Gada, CEO & WTD/Promoter Group	Mr. Jai Maroo, Executive Director/Promoter Group	Shemaroo Trading Private Limited, Promoter Group	Guarantee/ Security/ Collateral to the Banks in favour of Company	Shemaroo Corporation, Promoter Group	
Related Party & Relationship	Transaction Type												
Mr. Raman Maroo, Chairman & MD/Promoter	Guarantee/ Security/ Collateral to the Banks in favour of Company and Loans to the Company												
Mr. Atul Maru, Jt. Managing Director/Promoter													
Mr. Hiren Gada, CEO & WTD/Promoter Group													
Mr. Jai Maroo, Executive Director/Promoter Group													
Shemaroo Trading Private Limited, Promoter Group	Guarantee/ Security/ Collateral to the Banks in favour of Company												
Shemaroo Corporation, Promoter Group													
2	Country of incorporation of the related party	India											
3	Nature of business of the related party	<p>Shemaroo Trading Pvt. Ltd - Home Theatre set up/renting properties /investments</p> <p>Shemaroo Corporation - Circulating Book library, dealing in Books, Magazines, VCD, DVD, MP3, Publishers and Printers, Dealers in Stationery and Presentation articles, agents for publishers and printers, trading in home theaters and electronics items, VCD / DVD product etc.</p>											
<b>A(2)</b>	<b>Relationship and ownership of the related party</b>												
4	Relationship between the listed entity/subsidiary <sup>1</sup> (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Please refer point 1 of A(1)											
>	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA											
>	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA											
>	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Shareholding in Shemaroo Entertainment Limited ("SEL") - 1) Raman Maroo - 15.21%											

		2) Atul Maru - 15.21% 3) Hiren Gada - 10.48% 4) Jai Maroo - 5.52% Direct, + 6.34% indirect through Technology and Media Group Pte. Limited 5) Shemaroo Trading Pvt. Ltd. ("STPL")- Nil 6) Shemaroo Corporation ("SC") - Nil						
<b>A(3) Details of previous transactions with the related party</b>								
	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		16449.76 Lakhs					
1	<u>S. N.</u>	<u>Nature of Transactions</u>	<u>FY 2025-26 (Rs. Lakhs)</u>					
			<u>RHM</u>	<u>AHM</u>	<u>HUG</u>	<u>IBM</u>	<u>SC</u>	<u>STPL</u>
	1.	Loans Taken including finance cost	94.52	181.71	945.06	60.60	-	-
	2.	Salary/remuneration*	95.07	95.07	219.67	95.07	-	-
	3.	Personal/Corporate Guarantee taken against Bank Loan (approx)#	14,063				-	
<p>*Drawn remunerations limits by promoter directors are separately approved by shareholders specifically as per their tenure. However, have been included in above transaction list but not in resolution no. 4 for approval.          #This represents the amount disbursed and available for use and does not represent the total sanctioned amount</p>								
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		Please refer to point 1 of A(3)					
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		No					
<b>A(4) Amount of the proposed transaction(s)</b>								
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (In Lakhs)		Rs. 60,000 Lakhs					
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes					
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year		102.9%					
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)		NA					
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.		-					

6	Financial performance of the related party for the immediately preceding financial year:			
	<b>Particulars</b>	<b>Fy 2024-25*</b>	<b>SC</b>	<b>STPL</b>
	Turnover	In Lakhs	19.66	1441.81
	Profit After Tax	In Lakhs	2.60	204.29
	Net worth	In Lakhs	-93.63	14497.03
*Audited data for 2025-26 are not available as these Companies are in process of Audit. Accordingly, data for 2024-25 has been taken.				
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>			
1	Specific type of the proposed transaction between Company and its Promoters directors/Promoter Group	<ul style="list-style-type: none"> <li>Personal/Corporate Guarantee/ collateral/ security, to the Banks on behalf of Loan taken by the Company and</li> <li>Financial support in form of unsecured Loans to the Company.</li> </ul>		
2	Details of each type of the proposed transaction			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The transaction(s) are continuing in nature and shall continue until the approved monetary limit is exhausted/utilized.		
4	Whether omnibus approval is being sought?	No		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The transaction(s) shall continue to be executed within proposed approval limit during the financial year 2026-27 and are continuing in nature.		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Members may note that the aforesaid Promoters and/or members of the Promoter Group are extending financial and credit support to the Company by way of corporate and/or personal guarantees, securities and/or collateral without charging any commission, guarantee fees or any other consideration from the Company. Such support enables the Company to avail necessary banking facilities, strengthen its liquidity position and enhance its borrowing capacity.</p> <p>Further, financial support by the Promoter Directors by way of unsecured loans, as and when required, would provide operational and financial flexibility to the Company to efficiently manage its day-to-day working capital requirements.</p>		
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
a	Name of the director / KMP	1) Raman Maroo - Chairman & MD/Promoter 2) Atul Maru - Jt. Managing Director/Promoter 3) Hiren Gada - CEO & WTD/Promoter Group 4) Jai Maroo - Executive Director/Promoter Group		
b	Shareholding of the director / KMP, whether direct or indirect, in the related party	Shareholding of the director / KMP, whether direct or indirect, in the related party: <p>A. Shemaroo Trading Pvt. Ltd. ("STPL") - [% of Shareholding of the company]</p> 1) Raman Maroo - 33.33% 2) Atul Maru - 33.33% 3) Jai Maroo - 8.55% <p>B. Shemaroo Corporation ("SC") - [% of contribution in partnership firm]</p>		

		1) Raman Maroo - 33.33% 2) Atul Maru - 33.33% 3) Jai Maroo - 33.34%
c	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	-
<b>Part B: Additional Information of the proposed RPT</b>		
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>	
<b>S. N.</b>	<b>Particulars of the information</b>	<b>Information</b>
1	Material covenants of the proposed transaction	As mutually agreed, but not detrimental to the interest of the Company
2	Interest rate (in terms of numerical value or base rate and applicable spread)	As per Industry Norms
3	Cost of borrowing	Nil
4	Maturity / due date	On Demand
5	Repayment schedule & terms	
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	NA
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	To finance the business working Capital requirements
<b>Part C: Additional Information for specific transaction for shareholders</b>		
<b>C (4)</b>	<b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>	
<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Information</b>
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
a	Before transaction	0.82
b	After transaction	1.07
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
a	Before transaction	-6.18
b	After transaction	-4.78
(i) Assuming all other amounts remain unchanged, the additional loan proposed to be availed from the Directors has been considered up to the maximum permissible/approved limit and, accordingly, the total debt has been increased to that extent.		
(ii) It has further been assumed that the additional loans proposed to be availed from the Directors would carry interest and, accordingly, the finance cost has been increased, and corresponding effect has been considered in the ratio calculations.		

It is further noted that, apart from the transactions specifically approved hereinabove, the aforesaid Directors may receive remuneration, sitting fees, commission and/or other compensation in their capacity as Directors and/or managerial personnel of the Company, which may also qualify as related party transactions under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Such payments shall continue to be governed by the applicable provisions of the Act and, wherever required, shall be placed before the Members separately for their approval for the relevant term and/or period.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No.4 of the notice for approval of the members of the Company.